

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re:

Bayou Steel BD Holdings, L.L.C., *et al*

Debtors.

Chapter 11

Case No. 19-12153 (KBO)

---

TROY FLEMING, JARROD NABOR, and  
DAVARIAN URSIN, on behalf of themselves and  
all others similarly situated,

Plaintiffs,

v.

BAYOU STEEL BD HOLDINGS, L.L.C. *d/b/a*  
BAYOU STEEL GROUP, BD BAYOU STEEL  
INVESTMENT, LLC, BD LAPLACE, LLC,  
BAYOU STEEL BD HOLDINGS II, L.L.C., and  
BLACK DIAMOND CAPITAL MANAGEMENT,  
LLC,

Defendants.

Adv. Pro. No. 19-50392 (KBO)

---

CHARLES ZIEGELER and RONNIE MILLET,  
individually and on behalf of all others similarly  
situated,

Plaintiffs,

v.

BAYOU STEEL BD HOLDINGS, L.L.C. *d/b/a*  
BAYOU STEEL GROUP, BD BAYOU STEEL  
INVESTMENT, LLC, BD LAPLACE, LLC,  
BAYOU STEEL BD HOLDINGS II, L.L.C. and  
BLACK DIAMOND CAPITAL MANAGEMENT,  
LLC,

Defendants.

Adv. Pro. No. 19-50748 (KBO)

**CERTIFICATION OF COUNSEL REGARDING STIPULATION REGARDING  
CONSOLIDATION OF RELATED ACTIONS, APPOINTMENT OF CO-LEAD  
COUNSEL AND LIAISON COUNSEL, AND SETTING DEADLINE TO FILE MASTER  
AMENDED COMPLAINT AND RESPOND TO MASTER AMENDED COMPLAINT**

The undersigned hereby certifies as follows:

1. On October 1, 2019, Bayou Steel BD Holdings, L.L.C. and its above-captioned affiliates (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.
2. On October 3, 2019, Troy Flemming, Jarrod Nabor, and Davarian Ursin, individually and on behalf of all others similarly situated (collectively, the “**Flemming Plaintiffs**”), initiated an adversary proceeding (Adv. Pro. No. 19-50392) (the “**Flemming Action**”) by filing a complaint against Debtors Bayou Steel BD Holdings, L.L.C., BD Bayou Steel Investment, LLC, and BD LaPlace, LLC (together, the “**Debtors**”), Bayou Steel BD Holdings II, L.L.C., and Black Diamond Capital Management, LLC (together with the Debtors, the “**Defendants**”).
3. On October 30, 2019, Charles Ziegler and Ronnie Millet, individually and on behalf of all others similarly situated (collectively, the “**Ziegler Plaintiffs**”), initiated an adversary proceeding (Adv. Pro. No. 19-50784) (the “**Ziegler Action**”) by filing a complaint against the Defendants.
4. On December 23, 2019, the Flemming Plaintiffs, the Ziegler Plaintiffs, and the Defendants executed a stipulation (the “Stipulation”) regarding the consolidation of the Flemming Action and the Ziegler Action under one adversary proceeding.
5. A proposed order approving the Stipulation (the “Proposed Order”) is attached hereto as **Exhibit 1**. The Stipulation is attached to the Proposed Order as **Exhibit A**.

WHEREFORE, to assure consistent rulings and decisions and the avoidance of unnecessary duplication of efforts in these actions, and to facilitate the efficient administration of these proceedings, the Flemming Plaintiffs, the Ziegler Plaintiffs, and the Defendants respectfully request that the Court enter the Proposed Order approving the Stipulation at the Court's convenience.

Dated: December 23, 2019

**WOMBLE BOND DICKINSON (US) LLP**

/s/ Kevin J. Mangan

Kevin J. Mangan (No. 3810)

Nicholas T. Verna (No. 6082)

S. Alexander Faris (No. 6278)

1313 North Market Street, Suite 1200

Wilmington, Delaware 19801

Phone: (302) 252-4320

Facsimile: (302) 252-4330

E-mail: kevin.mangan@wbd-us.com

nick.verna@wbd-us.com

alexander.faris@wbd-us.com

*Counsel to the Ziegler Plaintiffs*

**EXHIBIT 1**

**(Proposed Order)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re:

Bayou Steel BD Holdings, L.L.C., *et al*

Debtors.

Chapter 11

Case No. 19-12153 (KBO)

---

TROY FLEMING, JARROD NABOR, and  
DAVARIAN URSIN, on behalf of themselves and  
all others similarly situated,

Plaintiffs,

v.

BAYOU STEEL BD HOLDINGS, L.L.C. *d/b/a*  
BAYOU STEEL GROUP, BD BAYOU STEEL  
INVESTMENT, LLC, BD LAPLACE, LLC,  
BAYOU STEEL BD HOLDINGS II, L.L.C., and  
BLACK DIAMOND CAPITAL MANAGEMENT,  
LLC,

Defendants.

Adv. Pro. No. 19-50392 (KBO)

---

CHARLES ZIEGELER and RONNIE MILLET,  
individually and on behalf of all others similarly  
situated,

Plaintiffs,

v.

BAYOU STEEL BD HOLDINGS, L.L.C. *d/b/a*  
BAYOU STEEL GROUP, BD BAYOU STEEL  
INVESTMENT, LLC, BD LAPLACE, LLC,  
BAYOU STEEL BD HOLDINGS II, L.L.C. and  
BLACK DIAMOND CAPITAL MANAGEMENT,  
LLC,

Defendants.

Adv. Pro. No. 19-50748 (KBO)

**ORDER APPROVING STIPULATION REGARDING CONSOLIDATION OF  
RELATED ACTIONS, APPOINTMENT OF CO-LEAD COUNSEL AND LIAISON  
COUNSEL, AND SETTING DEADLINE TO FILE MASTER AMENDED  
COMPLAINT AND RESPOND TO MASTER AMENDED COMPLAINT**

Upon consideration of the Stipulation (the “**Stipulation**”) between counsel for Bayou Steel BD Holdings, L.L.C., BD Bayou Steel Investment, LLC and BD LaPlace, LLC (together, the “**Debtors**”), Bayou Steel BD Holdings, II, L.L.C. and Black Diamond Capital Management, LLC (together with the Debtors, the “**Defendants**”), counsel to Troy Fleming, Jarrod Nabor, Davarian Ursin, on behalf of themselves and all others similarly situated, (the “**Fleming Plaintiffs**”), and counsel to Charles Ziegeler and Ronnie Millet, on behalf of themselves and all other similarly situated (the “**Ziegeler Plaintiffs**,” together with the Fleming Plaintiffs, the “**Plaintiffs**,” and the Plaintiffs together with Defendants, the “**Parties**”), a copy of which is attached hereto as “Exhibit A,”<sup>1</sup> and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Stipulation and all of the terms set forth therein are APPROVED and shall have the full force and effect of an order entered by the Court with respect thereto; and it is further

ORDERED that this Court retains jurisdiction to interpret, implement and enforce the provision of this Order and the Stipulation.

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Stipulation.

**EXHIBIT A**

**(Stipulation)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re:

Bayou Steel BD Holdings, L.L.C., *et al*

Debtors.

Chapter 11

Case No. 19-12153 (KBO)

---

TROY FLEMING, JARROD NABOR, and  
DAVARIAN URSIN, on behalf of themselves and  
all others similarly situated,

Plaintiffs,

v.

BAYOU STEEL BD HOLDINGS, L.L.C. *d/b/a*  
BAYOU STEEL GROUP, BD BAYOU STEEL  
INVESTMENT, LLC, BD LAPLACE, LLC,  
BAYOU STEEL BD HOLDINGS II, L.L.C., and  
BLACK DIAMOND CAPITAL MANAGEMENT,  
LLC,

Defendants.

Adv. Pro. No. 19-50392 (KBO)

---

CHARLES ZIEGELER and RONNIE MILLET,  
individually and on behalf of all others similarly  
situated,

Plaintiffs,

v.

BAYOU STEEL BD HOLDINGS, L.L.C. *d/b/a*  
BAYOU STEEL GROUP, BD BAYOU STEEL  
INVESTMENT, LLC, BD LAPLACE, LLC,  
BAYOU STEEL BD HOLDINGS II, L.L.C. and  
BLACK DIAMOND CAPITAL MANAGEMENT,  
LLC,

Defendants.

Adv. Pro. No. 19-50748 (KBO)



**STIPULATION REGARDING CONSOLIDATION OF RELATED ACTIONS,  
APPOINTMENT OF CO-LEAD COUNSEL AND LIAISON COUNSEL, AND  
SETTING DEADLINE TO FILE MASTER AMENDED COMPLAINT AND  
RESPOND TO MASTER AMENDED COMPLAINT**

Counsel for Bayou Steel BD Holdings, L.L.C., BD Bayou Steel Investment, LLC, and BD LaPlace, LLC (together, the “**Debtors**”), Bayou Steel BD Holdings II, L.L.C., and Black Diamond Capital Management, LLC (together with the Debtors, the “**Defendants**”), counsel to Troy Fleming, Jarrod Nabor, Davarian Ursin, on behalf of themselves and all others similarly situated, (the “**Fleming Plaintiffs**”), and counsel to Charles Ziegeler and Ronnie Millet, on behalf of themselves and all other similarly situated (the “**Ziegeler Plaintiffs**,” together with the Fleming Plaintiffs, the “**Plaintiffs**,” and the Plaintiffs together with the Defendants, the “**Parties**”), hereby agree and stipulate based on the following:

WHEREAS, there are presently two related Adversary Proceeding Class Action Complaints (the “**Related Adversary Proceedings**”) filed against Defendants pending in this Court:

<b><u>Case Name</u></b>	<b><u>Case No.</u></b>	<b><u>Filing Date</u></b>
<i>Fleming, et al. v. Bayou Steel BD Holdings, et al.</i>	19-50392 (KBO)	October 3, 2019
<i>Ziegeler, et al. v. Bayou Steel BD Holdings, et al.</i>	19-50748 (KBO)	October 30, 2019

WHEREAS, in an effort to ensure consistent rulings and decisions and unnecessary duplication of effort, the undersigned counsel for the Parties in the Related Adversary Proceedings submit this Stipulation and request that the Court issue the proposed order submitted herewith.

WHEREAS, counsel for the Plaintiffs are: Fishman Haygood, L.L.P., and The Lambert Firm, PLC, on behalf of Fleming Plaintiffs, and O’Bell Law Firm, LLC and Peiffer Wolf Carr & Kane, APLC, on behalf of the Ziegeler Plaintiffs.

WHEREAS, the Parties agree and propose that, to avoid potentially duplicative actions and to prevent any waste of the Court's resources, the Related Adversary Proceedings should be related and consolidated for all purposes, including pre-trial proceedings and trial, into a consolidated action (hereinafter referred to as the **"Consolidated Adversary Proceeding"**).

WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve "a common question of law or fact," the Court may "join for hearing or trial any or all matters at issue in the actions," "consolidate the actions;" and "issue any other orders to avoid unnecessary cost or delay."

WHEREAS, the Related Adversary Proceedings challenge similar alleged violations of law by Defendants and involve common questions of law and fact. Accordingly, the Parties respectfully submit that consolidation of the Related Adversary Proceedings is appropriate.

WHEREAS, the Parties have agreed that Plaintiffs will have until January 10, 2020 to file a Master Amended Class Action Adversary Proceeding Complaint (the **"Amended Complaint"**), and thereafter that the Defendants' deadline to answer or otherwise respond to the Amended Complaint is on or before February 10, 2020.

NOW THEREFORE, in consideration of the premises and mutual covenants contained herein and other valuable consideration, the receipt of which is hereby acknowledged, it is stipulated and agreed by and between the Parties as follows:

1. The Parties agree and propose that the consolidation of the Related Adversary Proceedings are appropriate and will be maintained in one file under Lead Case No. 19-50392.

2. Plaintiffs' counsel agrees to the following Co-Lead Counsel for Plaintiffs' Steering Committee for the conduct of the Consolidated Adversary Proceedings below. Defendants take no position as to this appointment of Co-Lead Counsel:

**FISHMAN HAYGOOD, L.L.P.**

Brent B. Barriere  
Jason W. Burge  
Kathryn J. Johnson  
201 St. Charles Ave., Suite 4600  
New Orleans, LA 70170  
Telephone: (504) 586-5252  
Facsimile: (504) 586-2520

**PEIFFER WOLF CARR & KANE, APLC**

Joseph C. Peiffer  
Brandon M. Wise  
818 Lafayette Ave., Floor 2  
St. Louis, MO 63104  
Telephone: (314) 833-4825  
Facsimile: (314) 833-4826

**THE LAMBERT FIRM, PLC**

Hugh P. Lambert  
Caycee C. Peterson  
701 Magazine Street  
New Orleans, LA 70130  
Telephone: (504) 581-1750  
Facsimile: (504) 529-2931

**O'BELL LAW FIRM, LLC**

Eric J. O'Bell  
Bradley T. Oster  
3500 North Hullen Street  
Metairie, LA 70002  
Telephone: (504) 456-8677  
Facsimile: (504) 456-8653

3. Plaintiffs' counsel further agree to the following Liaison Counsel for Plaintiffs' Steering Committee for the conduct of the Consolidated Adversary Proceeding below. Defendants take no position as to this appointment of Liaison Counsel:

**WOMBLE BOND DICKINSON (US) LLP**

Kevin J. Mangan (DE Bar No. 3810)  
Nicholas T. Verna (DE Bar No. 6082)  
1313 North Market Street, Suite 1200  
Wilmington, DE 19801  
Telephone: (312) 252-4320  
Facsimile: (312) 252-4330

4. Plaintiffs' counsel agree that Plaintiffs' Co-Lead Counsel have authority to speak for Plaintiffs in matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such a manner as to facilitate the

orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

5. Plaintiffs' counsel agree that Plaintiffs' Co-Lead Counsel will be responsible for coordinating all activities and appearances on behalf of Plaintiffs and for the dissemination of notices and orders of this Court as may be necessary. Plaintiffs' counsel agree that no motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any Plaintiffs except through Plaintiffs' Co-Lead Counsel.

6. The Parties agree that Defendants' counsel may rely upon all agreements made with Plaintiffs' Co-Lead Counsel, or any other duly authorized representative of Plaintiffs' Co-Lead Counsel, and such agreements will be binding on Plaintiffs.

7. The Parties agree that Plaintiffs' deadline to file a Master Amended Complaint is set for January 10, 2020.

8. The Parties agree Defendants' time to answer or otherwise respond to the Master Amended Complaint is February 10, 2020.

9. These extensions are without prejudice to the rights of any Party, including the right to agree to further extensions of time from the Court to answer, or otherwise respond to the Fleming Complaint, the Zeigeler Complaint, and/or the Amended Complaint, and the Plaintiffs' rights to oppose any such request by the Defendants.

[SIGNATURE PAGE FOLLOWS]

Dated: December 23, 2019

Respectfully submitted:

**WOMBLE BOND DICKINSON (US)  
LLP**

/s/ Kevin J. Mangan

Kevin J. Mangan (DE Bar No. 3810)  
Nicholas T. Verna (DE Bar No. 6082)  
S. Alexander Faris (DE Bar No. 6278)  
1313 North Market Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: (302) 252-4320  
Facsimile: (302) 252-4330  
E-mail: kevin.mangan@wbd-us.com  
nick.verna@wbd-us.com  
[alexander.faris@wbd-us.com](mailto:alexander.faris@wbd-us.com)

*Counsel for the Ziegler Plaintiffs*

**FISHMAN HAYGOOD PHELPS  
WALMSLEY WILLIS & SWANSON,  
L.L.P.**

/s/ Jason W. Burge

Brent B. Barriere  
Jason W. Burge  
Kathryn J. Johnson  
201 St. Charles Avenue, Suite 4600  
New Orleans, Louisiana 70170  
Telephone: (504) 586-5252  
E-mail: bbarriere@fishmanhaygood.com  
jburge@fishmanhaygood.com  
kjohnson@fishmanhaygood.com

*Counsel for the Fleming Plaintiffs*

**POLSINELLI PC**

/s/ Shanti M. Katona

Christopher A. Ward (DE Bar No. 3877)  
Shanti M. Katona (DE Bar No. 5352)  
222 Delaware Ave., Suite 1101  
Wilmington, Delaware 19801  
Telephone: (302) 252-0920  
E-mail: cward@polsinelli.com  
skatona@polsinelli.com

*Counsel for the Debtors and Debtors in  
Possession*

**FOX ROTHSCHILD LLP**

/s/ Seth A. Niederman

Seth A. Niederman (DE No. 4588)  
919 North Market Street, Suite 300  
Wilmington, DE 19899-2323  
Telephone: (302) 654-7444  
[sniederman@foxrothchild.com](mailto:sniederman@foxrothchild.com)

*Counsel to Black Diamond Capital  
Management, LLC*